# FEB 12 2007 SECTION SECTION SECTION 185 SECTION 185

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6) AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL

OMB NUMBER: 3235-0076
Expires: April 30, 2008
Estimated average burden

hours per response.....16.00

							07043709
Name of Offering ( check if this Limited Partner Interests in Abingwor	is an amendment and th Bioventures V LP	d name has chan	ged, and indicate	change.	)		
Filing Under (Check box(es) that appl Type of Filing:   New Filing	y): ☐ Rule 504 ☑ Amendment	☐ Rule 505	■ Rule 506	□ S	ection 4(6)	ULOE	
	A. BA	SIC IDENTIFIC	CATION DATA				
1. Enter the information requested ab	out the issuer						
Name of Issuer (☐ Check if this is Abingworth Bioventures V LP	an amendment and na	ime has changed	, and indicate cha	inge.)			
Address of Executive Offices c/o Abingworth LLP, Princes House,	•		City, State, Zip C I, United Kingdor	,	Telephone 44 (0)20 7	•	cluding Area Code)
Address of Principal Business Operati (if different from Executive Offices)	ons (Nur	mber and Street,	City, State, Zip C	ode)	Telephone	,	cluding Area Code)
Brief Description of Business			······································			ري.	PROCESSE
Investment fund						K	PROCESSEI > FEB 2 3 2007
Type of Business Organization							IHOMSON
☐ corporation ☐ business trust	•	nership, already nership, to be fo		<b>□</b> 0	ther (please s	specify):	FINANCIAL
Actual or Estimated Date of Incorpora Jurisdiction of Incorporation or Organ	ization: (Enter two-l	etter U.S. Postal	Month 1 2  Service abbreviat r foreign jurisdict		] ⊠ Ac	tual 🗖	Estimated N

# GENERAL INSTRUCTIONS

# Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

### State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those state that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

# **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972 (6-02

# A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	☐ Promoter	□ Beneficial Owner	☐ Executive Officer	☐ Director	☑ General Partner of the Issuer
Full Name (Last name first, if inc Abingworth Bioventures V GP					
Business or Residence Address c/o Abingworth LLP, Princes Ho		er and Street, City, State, 2 et, London SW1Y 6DN, U			
Check Box(es) that Apply:	☐ Promoter	□ Beneficial Owner	☐ Executive Officer	☐ Director	Manager
Full Name (Last name first, if inc Abingworth LLP		<u></u>			
Business or Residence Address Princes House, 38 Jermyn Street,		er and Street, City, State, 2 DN, United Kingdom	(ip Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	
Full Name (Last name first, if inc Abingworth Management Ltd	liviđual)				
Business or Residence Address Princes House, 38 Jermyn Street,		er and Street, City, State, 2 DN, United Kingdom	(ip Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	
Full Name (Last name first, if inc Abell, James F.	lividual)				
Business or Residence Address c/o Abingworth LLP, Princes Ho		er and Street, City, State, 2 eet, London SW1Y 6DN, U			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	Member of the Manager
Full Name (Last name first, if inc Bigham, Michael F.	lividual)				
Business or Residence Address c/o Abingworth LLP, Princes Ho		er and Street, City, State, 2 eet, London SW1Y 6DN, U			•
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	Member of the Manager
Full Name (Last name first, if inc Bunting, Stephen W.	dividual)				
Business or Residence Address c/o Abingworth LLP, Princes Ho		er and Street, City, State, 2 eet, London SW1Y 6DN, U			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	
Full Name (Last name first, if inc Leathers, David F.J.	-				
Business or Residence Address c/o Abingworth LLP, Princes Ho		er and Street, City, State, 2 eet, London SW1Y 6DN, U		_	
Check Box(es) that Apply:	☐ Promoter	□ Beneficial Owner	☐ Executive Officer	☐ Director	
Full Name (Last name first, if inc MacQuitty, Jonathan J.	lividual)				
Business or Residence Address c/o Abingworth LLP, Princes Ho		er and Street, City, State, 2 eet, London SW1Y 6DN, t			

				B. INFO	RMATIO	N ABOUT	OFFERIN	i <b>G</b>				
1. Has the iss	uer sold or	does the is	cuer intend	to sell to n	on accredit	ed investor	in this off	aring?				No 3
1. 1145 (110 155	dei sold, ol	does the is:						•				2
			Answ	er also in A	Appendix, (	Column 2, i	f filing und	er ULOE.				
2. What is the				accepted f	rom any in	dividual?	**************************				£_*	
*Subject to th	e discretion	of the Issu	er.									
3. Does the o	ffering perr	nit ioint ow	nership of a	single uni	1?					-	-	
4. Enter the is												
remuneration agent of a bropersons to be	for solicitat ker or deale listed are as	tion of purc er registered ssociated pe	hasers in co with the SI rsons of suc	nnection w EC and/or v	ith sales of vith a state	securities i or states, li	n the offerions the name	ng. If a per of the brok	son to be li er or deale	sted is an a r. If more t	ssociated han five	person or
Full Name (La	ist name fir	st, if individ	dual)									
MVision Priva												
Business or R	esidence A	ddress (Nur	nber and St	reet, City, S	State, Zip C	ode)						
330 Madison				10017								
Name of Asso	ciated Brol	er or Deale	r									
States in Whice												
•		or check ind		,			VIDEI	VIDCI	VIEL)	VICAL	_	All States
[AL] <b>X</b> [IL]	[AK] X[IN]	[AZ] [IA]	[AR] X[KS]	X[CA] [KY]	X[CO] X[LA]	X[CT] [ME]	X[DE] X[MD]	X[DC] X[MA]	X[FL] X[MI]	X[GA] X[MN]	(HI) [MS]	[ID] X[MO]
[MT]	(NE)	X[NV]	X[NH]	X[NJ]	[NM]	X[NY]	X[NC]	[ND]	X[OH]	JOK]	X[OR]	X[PA]
[RI]	(SC)	[SD]	X[TN]	X[TX]	[UT]	(VT)	X[VA]	X[WA]	[WV]	X[WI]	[WY]	[PR]
Full Name (La	<u> </u>	<del></del>		()		1 -						. []
Business or R	esidence A	ddress (Nur	nber and St	reet, City, S	State, Zip C	ode)						
Name of Asso	ciated Brol	ker or Deale	ः									
States in Whice						hasers				<del></del>		
(Check "/ [AL]	All States" ( [AK]	or check ind [AZ]	lividual Sta [AR]	tes) [CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	All States [ID]
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Name (La	ist name fir	st, if indivi	dual)									
Business or R	ecidence A	ddress (Nur	nher and St	reet City S	State Zin C	'ode)						
Dusiness of R	csidellee A	aaress (rvar	iliber alla St	rect, City, i	state, zip e	.ouc)						
Name of Asso	ciated Brol	ker or Deale	er									<u> </u>
States in Which												
•		or check inc		•			(DE)		1513			All States
[AL] [IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]
[144]	(NE)	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount

Type of Security		Aggregate Offering Price	Amount Already Sold
Debt		£_0	£0
Equity		£_0	£ 0
	☐ Common ☐ Preferred		
Convertible Securities (including	g warrants)	£_0	£ 0
Partnership Interests		£305,000,000	* £144,499,154
Other (Specify	)		£ 0
Answer also	o in Appendix, Column 3, if filing under ULOE.		
offering and the aggregate dollar am	non-accredited investors who have purchased securities in this ounts of their purchases. For offerings under Rule 504, indicate chased securities and the aggregate dollar amount of their purchases or is "none" or "zero."	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors		31	£ <u>144,499,154</u>
Non-accredited Investors		0	£0
Answer also  If this filing is for an offering under sold by the issuer, to date, in offering	Rule 504 only)		£
Type of offering		Type of	Dollar Amount
Rule 505		Security N/A	Sold £ <u>N/A</u>
		N/A	£_N/A
		N/A	£ N/A
		N/A	£ N/A
<ul> <li>a. Furnish a statement of all expense securities in this offering. Exclu The information may be given as</li> </ul>	de amounts relating solely to organization expenses of the issuer. If the amount of an expenditure e and check the box to the left of the estimate.	1.7/4.3	4_10/3
Transfer Agent's Fees			£0
	ers' fees separately)		
	e sky, travel, misc.		
	_		£500,000

<sup>\*</sup> Includes the Aggregate Offering Price of this Regulation D offering and a simultaneous Regulation S offering.

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

l and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."  Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equ			£ 304,500,000
the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.		Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	🛮	£*	□ £ <u>0</u>
Purchase of real estate		£_0	□ £ 0
Purchase, rental or leasing and installation of machinery and equipment		£_0	□ £ 0
Construction or leasing of plant buildings and facilities		£_0	□ £ <u>0</u>
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	п	£0	□ £ 0
Repayment of indebtedness		£ 0	□ £ 0
Working Capital		£ 0	□ £ 0
Other (specify): Investments		£_0	 ⊠ £ **
Column Totals			⊠ £ **

5.

<sup>\*</sup> It is anticipated that a management fee will be paid on an annual basis to Abingworth LLP.

<sup>\*\*</sup> The total of £304,500,000 less the Management Fee.

following signature constitutes an unc	be signed by the undersigned duly authorized person. If thi lertaking by the issuer to furnish to the U.S. Securities and I by the issuer to any non-accredited investor pursuant to para	Exchange Commission, upon written request
Issuer (Print or Type)	Signature	Date
Abingworth Bioventures V LP		
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
James Abell	Member of Abingworth LLP as Manager	

D. FEDERAL SIGNATURE

# **ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

# D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature / / /	Date
Abingworth Bioventures V LP	Just t	26/01/07
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
James Abell	Member of Abingworth LLP as Manager	

# **ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

